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FILED
JUN 1 1970
In the Office of the Secretary of State
State of California
[Signature]

Na. chgd. to: AMERICAN PACESETTER
Agg. pv chgd. from: \$20,000,000.00 to \$11,000,000.00

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
AMERICAN ELECTRONICS, INC.**

ROY F. COOK and RAOUL P. LABATE certify:

ONE: That they are the Vice-President and Secretary, respectively, of American Electronics, Inc., a California corporation.

TWO: That a meeting of the Board of Directors of said corporation, duly held at Los Angeles, California, May 5, 1970, the following resolutions were adopted:

RESOLVED, that subject to obtaining the required approval of the holders of a majority of the outstanding voting stock, Article First of the Articles of Incorporation of American Electronics, Inc. be amended to read as follows:

"FIRST: The name of this corporation is: AMERICAN PACESETTER"; and

RESOLVED FURTHER, that, subject to obtaining the required approval of the holders of a majority of the outstanding voting stock, Article Fourth of the Articles of Incorporation be amended to read as follows:

"FOURTH: The total number of shares which this Corporation is authorized to issue is Eleven Million (11,000,000) shares. One Million (1,000,000) of said shares will be designated Preferred Stock and shall have a par value of Ten Dollars (\$10.00) per share. Ten Million (10,000,000) of said shares shall be designated Common Stock and shall have a par value of Ten Cents (10¢) per share. The aggregate par value of all shares that are to have a par value is Eleven Million Dollars (\$11,000,000). Upon the amendment of this article to read as hereinabove set forth, each outstanding share of One Dollar (\$1.00)

par value Common Stock shall be converted into one share of Ten Cent (10¢) par value Common Stock.

"The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of shares of Preferred Stock and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. The

term 'fixed for such series' and correlative terms shall mean stated in a resolution or resolutions lawfully adopted by the Board of Directors in exercise of such authority thus granted."

THREE: That the shareholders have adopted said amendments by resolution at a meeting held at Fullerton, California on June 3, 1970. That the wording of the amended articles, as set forth in the shareholders' resolutions, is the same as that set forth in the directors' resolutions in Paragraph 2 above.

FOUR: That the number of shares which voted affirmatively for the adoption of the amendment described above changing the name of the corporation is 4,228,635; and that the number of shares which voted affirmatively for the adoption of the amendment described above changing the par value of the common stock of the corporation is 3,702,152; and that the total number of shares entitled to vote on or consent to said amendments is 5,743,768; and that the total number of votes cast affirmatively for the adoption of the amendment described above changing the name of the corporation is 4,509,574; and that the

total number of votes cast affirmatively for the adoption of the amendment described above changing the par value of the common stock of the corporation is 3,921,257; and that the total number of votes entitled to be cast on said amendments is 6,232,855.



Roy F. Cook
Executive Vice-President



Raoul P. Labate
Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Fullerton, California on June 3, 1970.



Roy F. Cook



Raoul P. Labate